

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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U.S. BANK NATIONAL ASSOCIATION,	:	
as Indenture Trustee,	:	
	:	
Interpleader Plaintiff,	:	
	:	
v.	:	No. 11 CV 9199 (WHP)
	:	
BARCLAYS BANK PLC; THE BANK OF	:	
NEW YORK MELLON; MBIA INSURANCE	:	
CORPORATION; and ANGELO, GORDON	:	
& CO., L.P.,	:	
	:	
Interpleader Defendants.	:	

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**DECLARATION OF RICHARD L. LEVINE IN SUPPORT OF MBIA'S  
OPPOSITION TO BARCLAYS'S MOTION FOR SUMMARY JUDGMENT AND  
IN SUPPORT OF MBIA'S CROSS MOTION  
FOR PARTIAL SUMMARY JUDGMENT**

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I, RICHARD L. LEVINE, declare under penalty of perjury pursuant to 28 U.S.C. § 1746, as follows:

1. I am a member of the Bar of this Court and of the firm of Weil, Gotshal & Manges LLP, attorneys for interpleader defendant and counterclaimant MBIA Insurance Corporation ("MBIA"). I submit this declaration in support of (i) MBIA's opposition to Barclays's Motion for Summary Judgment and (ii) MBIA's Cross Motion for Partial Summary Judgment.

2. Attached hereto as Exhibits A through I are true and complete copies of the following documents referenced in MBIA's Memorandum in Opposition to Barclays's Motion for Summary Judgment and in Support of MBIA's Cross Motion for Partial Summary Judgment and the accompanying Statement of Material Facts pursuant to Federal Rule of Civil Procedure

56 and Local Rule 56.1, as well as MBIA's Opposition to Barclays's Statement of Material Facts pursuant to Federal Rule of Civil Procedure 56 and Local Rule 56.1:

<u>Decl. Ex.</u>	<u>Description</u>
A.	Excerpts from the transcript of the deposition of Jaime Aldama, taken on June 19, 2012 (pages 38, 39, 72, 75, 76, 77, 78, 84, 98, 134, 135, 137, 147, 151, 164, 165, 179, 180, 248, 266, 270, 271, 272).
B.	Excerpts from the transcript of the deposition of Daniel I. Castro, taken on August 10, 2012 (pages 142, 143).
C.	Excerpts from the transcript of the deposition of Adam Jacobs, taken on June 29, 2012 (pages 33, 34, 35, 36, 42, 57, 337, 338).
D.	Excerpts from the transcript of the deposition of Caroline Platt, taken on July 12, 2012 (pages 25, 108, 109, 284).
E.	Excerpts from the transcript of the deposition of Jake Scrivens, taken on July 19, 2012 (pages 34, 35, 107, 108, 155, 156, 160, 164, 165).
F.	Excerpts from the transcript of the deposition of Andrew Solomon, taken on July 20, 2012 (pages 162, 199, 200, 201, 202, 203, 204).
G.	Excerpts from the transcript of the deposition of Ira Wagner, taken on September 6, 2012 (pages 48, 49, 116, 344).
H.	Barclays PLC Annual Report for 2011, downloaded from the website <a href="http://group.barclays.com/about-barclays/investor-relations/financial-results-and-publications/annual-reports">http://group.barclays.com/about-barclays/investor-relations/financial-results-and-publications/annual-reports</a> .
I.	Report, Standard & Poor's Cash Flow and Hybrid CDO Event Of Default Notices Received as of April 11, 2012 (Wagner Deposition Ex. 3).

I declare under penalty of perjury that the forgoing is true and correct.

Executed on October 9, 2012.

  
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RICHARD L. LEVINE